

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
WINC, INC. <i>et al.</i> ¹	Case No. 22-11238 (LSS)
Debtors.	(Jointly Administered)
Hearing Date: September 28, 2023 at 2:30 p.m. (ET) Objection Deadline: September 18, 2023 at 5:00 p.m. (ET)	

**APPLICATION OF ARENTFOX SCHIFF LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR (A) INTERIM ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED FROM JUNE 1, 2023 THROUGH AUGUST 8, 2023; AND (B) FINAL
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM DECEMBER 15, 2022 THROUGH AUGUST 8, 2023**

Name of Applicant:	<u>ArentFox Schiff LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 8, 2023 (<i>nunc pro tunc</i> to December 15, 2022)</u>
<u>INTERIM FEE PERIOD:</u>	<u>June 1, 2023 through August 8, 2023</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$87,808.00</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$2,753.69</u>
<u>FINAL FEE PERIOD:</u>	<u>December 15, 2022 through August 8, 2023</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$495,306.50²</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$5,013.01</u>

This is a(n): monthly interim final application

The total time expended for fee application preparation during the Interim Fee Period is approximately 16.9 hours and the corresponding compensation requested is approximately \$8,185.00.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² In the exercise of its billing judgment, ArentFox Schiff has reduced the amount of compensation it is seeking for its services during the Final Fee Period by approximately \$12,046.50.

SUMMARY OF PRIOR FEE APPLICATIONS FILED

Monthly Applications:

		Total Amount Requested		Total Amount Paid to Date	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
02/14/23 D.I. 331	12/15/22 – 12/31/22	\$112,517.50	\$959.67	\$112,517.50	\$959.67
02/14/23 D.I. 393	01/01/23 – 01/31/23	\$192,305.00	\$1,299.65	\$192,305.00	\$1,299.65
04/13/23 D.I. 318	02/01/23 – 02/28/23	\$56,905.00	\$0.00	\$56,905.00	\$0.00
Subtotal: 1st Interim Period	12/25/22- 02/28/23	\$361,727.50	\$2,259.32	\$361,727.50	\$2,259.32
04/28/23 D.I. 340	03/01/23 – 03/31/23	\$21,619.50	\$0.00	\$0.00	\$0.00
06/24/23 D.I. 395	04/01/23 – 05/31/23	\$24,151.50	\$0.00	\$0.00	\$0.00
Subtotal: 2nd Interim Period	03/01/23 – 05/31/23	\$45,771.00	\$ 0.00	\$ 0.00	\$ 0.00
07/19/23 D.I. 424	06/01/23 – 06/30/23	\$22,132.50	\$0.00	\$0.00	\$0.00
n/a ³	07/01/23 – 07/31/23	\$44,003.50	\$808.22	\$0.00	\$0.00
n/a ⁴	08/01/23 – 08/08/23	\$21,672.00	\$1,945.47	\$0.00	\$0.00
Subtotal: 3rd Interim Period	06/01/23 – 08/08/23	\$87,808.00	\$2,753.69	\$ 0.00	\$ 0.00
TOTAL:		\$495,306.50	\$5,013.01	\$361,727.50	\$2,259.32

³ A request for compensation for services rendered and reimbursement of expenses incurred by ArentFox Schiff during the period from July 1, 2023 through July 31, 2023 is incorporated herein.

⁴ A request for compensation for services rendered and reimbursement of expenses incurred by ArentFox Schiff during the period from August 1, 2023 through August 8, 2023 is incorporated herein.

Interim Applications:

		Total Amount Requested		Approved by Court Order		Total Amount Paid to Date	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses
04/13/23 D.I. 321	12/15/22 – 02/28/23	\$361,727.50	\$2,259.32	\$361,727.50	\$2,259.32	\$361,727.50	\$2,259.32
06/26/23 D.I. 399	03/01/23 – 05/31/23	\$45,771.00	\$0.00	pending	pending	\$0.00	\$0.00
TOTAL:		\$407,498.50	\$2,259.32	\$361,727.50	\$2,259.32	\$361,727.50	\$2,259.32

Summary of Any Objections to Monthly Fee Applications: None.

Compensation sought for the Interim Fee Period not yet paid: \$87,808.00 (Fees); \$2,753.69 (Expenses).

Compensation sought for the Final Fee Period not yet paid: \$133,579.00 (Fees); \$2,753.69 (Expenses).

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its third and final application (the “Final Fee Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for (a) interim allowance and approval of \$90,561.69 (the “Interim Amount”) for fees and expenses for the period of June 1, 2023 through August 8, 2023 (the “Interim Fee Period”); and (b) final allowance and approval of \$500,319.51 (the “Final Amount”) for fees and expenses for the period of December 15, 2022 through August 8, 2023 (the “Final Fee Period”).

The Interim Amount consists of (i) 100% of the compensation that ArentFox Schiff earned during the Interim Fee Period in the amount of \$87,808.00, and (ii) 100% of the expenses that ArentFox Schiff incurred in the course of its representation as counsel to the Committee during the Interim Fee Period in the amount of \$2,753.69.

The Final Amount consists of (i) 100% of the compensation that ArentFox Schiff earned during the Final Fee Period in the amount of \$495,306.50, and (ii) 100% of the expenses that ArentFox Schiff incurred in the course of its representation as co-counsel to the Committee during the Final Fee Period in the amount of \$5,013.01.

In support of this Final Fee Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Final Fee Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as counsel to the Committee during the Interim Fee Period in the amount of \$87,808.00, representing 116.00 hours of professional services and 17.90 hours of paraprofessional services; (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Interim Fee Period in connection with the rendition of such professional and paraprofessional services in the amount of \$2,753.69; (iii) final allowance and award of compensation for the professional services rendered by ArentFox Schiff as counsel to the Committee during the Final Fee Period in the amount of \$495,306.50, representing 671.10 hours of professional services and 107.10 hours of paraprofessional services; and (iv) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Final Fee Period in connection with the rendition of such professional and paraprofessional services in the amount of \$5,013.01. ArentFox Schiff seeks payment of 100% of its fees and its expenses relating to services rendered during the Final Fee Period.

8. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as Exhibit 1, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

9. To date, ArentFox Schiff has received no payment for services provided to the Committee during the Interim Fee Period.

10. ArentFox Schiff has received no other payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Interim Fee Application for the Interim Fee Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of

ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Final Fee Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Interim Fee Period by category. Summaries of services rendered by ArentFox Schiff professionals for the other periods covered by this Final Fee Application are included in monthly fee applications previously filed, copies of which are attached hereto as **Exhibit 2-A** and incorporated in this application by reference. Further, while it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific tasks performed, and the time expended by each attorney and paraprofessional.

12. Copies of the time records for the Interim Fee Period are annexed hereto as **Exhibit 2-B**.¹ A breakdown of the hours and fees by attorney and paraprofessional (a) for the Interim Fee Period is attached hereto as **Exhibit 3-A** and (b) for the Final Fee Period is attached hereto as **Exhibit 3-B**.

13. A summary of fees and hours billed for each project category (a) for the Interim Fee Period is attached hereto as **Exhibit 4-A**, and (b) for the Final Fee Period is attached hereto as **Exhibit 4-B**.

¹ ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in any fee application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

14. To the best of ArentFox Schiff's knowledge, this Final Fee Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 2016-2, and the Compensation Order.

A. Case Management

Fees: \$1,796.00 Total Hours: 5.40

15. This category includes time expended by ArentFox Schiff on a variety of activities relating to day-to-day management and prosecution of the chapter 11 cases. Services rendered in this project category during the Interim Fee Period include, among other things, calendaring of critical dates and hearing registration.

B. Committee and Debtor Communications, Conference

Fees: \$8,486.00 Total Hours: 12.60

16. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. In particular, the Committee's professionals were engaged in communications surrounding the Debtors' plan preparation, solicitation, and confirmation processes. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings. Furthermore, ArentFox Schiff and the other Committee professionals were in regular contact with the Debtors' professionals regarding upcoming issues and how they may be efficiently resolved.

C. Creditor Inquiries

Fees: \$312.00 Total Hours: 0.50

17. During the Interim Fee Period, ArentFox Schiff spent time communicating with certain creditors who reached out with questions concerning their claims against the Debtors, their treatment under the Debtors' plan of liquidation, and the voting process.

D. Claims Administration

Fees: \$288.00 Total Hours: 0.60

18. During the Interim Fee Period, ArentFox Schiff reviewed and analyzed governmental claims filed to date.

E. Fee Applications

Fees: \$8,185.00 Total Hours: 16.90

19. The services performed by ArentFox Schiff in connection with this category during the Interim Fee Period relate to the preparation of ArentFox Schiff's combined fifth monthly fee application and sixth monthly fee application for services performed as the Committee's professional during the months of April/May 2023 and June 2023 and ArentFox Schiff's second interim fee application.

F. Disclosure Statement and Plan Matters and Solicitation

Fees: \$67,149.00 Total Hours: 95.70

20. During the Interim Fee Period, ArentFox Schiff continued to revise its comments to drafts of the Debtors' plan and disclosure statement, and its draft Liquidation Trust Agreement. ArentFox Schiff engaged in extensive review of the proposed terms of the draft disclosure statement and plan following the Debtors' reversions on prior comments, including certain tax treatment issues, and held internal discussions and discussions with local counsel concerning the same and how such terms would impact creditors. ArentFox Schiff then engaged in discussions, both over phone and e-mail, with Debtors' counsel and other third-party objectors concerning consensual resolutions to the same. ArentFox Schiff was involved in negotiating and drafting a proposed confirmation order, certain plan supplements, and other plan related documents, as well as preparing for the post-confirmation transition process. This preparation required identifying and communicating with the post-effective date fiduciaries, including the Creditor Trustee and the

Post-Effective Date Debtor Representative, as well as reviewing the sale of certain of the Debtors' previous assets from the initial buyer to a subsequent buyer and analyzing how such sale may impact the Debtors' plan and the Creditor Trust. ArentFox Schiff prepared for and attended the confirmation hearing before the Bankruptcy Court on August 3, 2023. ArentFox Schiff then continued to engage with the post-effective date fiduciaries and the Debtors' counsel with respect to the occurrence of the effective date and planning for the Creditor Trust's formation and administration thereafter.

G. Tax (Federal, State, Local and Corporate Tax Matters)

Fees: \$602.00 Total Hours: 0.70

21. This category includes a small amount of time expended by ArentFox Schiff on tax issues.

H. Travel

Fees: \$990.00 Total Hours: 1.50

22. During the Interim Fee Period, ArentFox Schiff attorneys traveled to and from Delaware for the Debtors' confirmation hearing. Non-working travel was billed at 50%.

ACTUAL AND NECESSARY EXPENSES

23. During the Interim Fee Period, ArentFox Schiff incurred \$2,753.69 in expenses on behalf of the Committee. ArentFox Schiff incurred \$5,013.01 in expenses on behalf of the Committee during the Final Fee Period.

24. A summary and detailed description of the actual and necessary expenses incurred by ArentFox Schiff (a) during the Interim Fee Period is attached hereto as Exhibit 5-A and (b) during the Final Fee Period is attached hereto as Exhibit 5-B.

25. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

The expenses are reasonable and economical in view of the necessity of the services provided and are of the type customarily charged to non-bankruptcy clients of ArentFox Schiff.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

26. Section 330 of the Bankruptcy Code authorizes the Court to award professional persons employed pursuant to section 327 of the Bankruptcy Code reasonable compensation for actual and necessary services rendered and reimbursement for actual and necessary expenses incurred. *See* 11 U.S.C. §§ 327 and 330.

27. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (a) the time spent on such services; (b) the rates charged for such services; (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

28. ArentFox Schiff respectfully submits that the services for which it seeks compensation in this Final Fee Application were, at the time rendered, necessary for and beneficial to the Committee and creditors of the Debtors' estates. ArentFox Schiff attorneys and paraprofessionals expended a total of 133.90 hours during the Interim Fee Period for which compensation is requested with a blended hourly rate of \$655.77². ArentFox Schiff attorneys and paraprofessionals expended a total of 778.20 hours during the Final Fee Period for which compensation is requested with a blended hourly rate of \$636.47³. All of the time spent was

² The blended rate is weighted based on hours billed during the Interim Fee Period.

³ The blended rate is weighted based on hours billed during the Final Fee Period.

necessary and appropriate for the representation of the Committee in these cases by ensuring that the Debtors' unsecured creditors were adequately represented.

29. ArentFox Schiff further believes that it performed the services for the Committee economically, effectively, and efficiently, and the results obtained benefited general unsecured creditors of the Debtors' estates. As demonstrated in ArentFox Schiff's time records for the Interim Fee Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and were necessary and beneficial to the bankruptcy estates. All of the services for which compensation is requested hereunder were rendered at the request of and solely on behalf of the Committee, and not on behalf of any other entity.

30. ArentFox Schiff further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee and the Debtors' estates. During the Interim Fee Period, ArentFox Schiff's hourly billing rates for attorneys ranged from \$570 to \$860. During the Final Fee Period, ArentFox Schiff's hourly billing rates for attorneys ranged from \$415 to \$1,050. These hourly rates and corresponding rate structure utilized by ArentFox Schiff in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by ArentFox Schiff for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. ArentFox Schiff strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

31. Moreover, ArentFox Schiff's hourly rates are set at a level designed to compensate ArentFox Schiff fairly for the work of its attorneys and paraprofessionals and to cover certain fixed

and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

32. In sum, ArentFox Schiff respectfully submits that the professional services provided by ArentFox Schiff on behalf of the Committee during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by ArentFox Schiff, the nature and extent of ArentFox Schiff's services provided, the value of ArentFox Schiff's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code.

33. Accordingly, ArentFox Schiff respectfully submits that approval of the compensation sought herein is warranted and should be approved.

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WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- a. approve, on an interim basis, the allowance of \$87,808.00 for compensation for professional services rendered to the Committee during the period from June 1, 2023 through and including August 8, 2023;
- b. approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from June 1, 2023 through and including August 8, 2023, in the amount of \$2,753.69;
- c. approve, on a final basis, the allowance of \$495,306.50 for compensation for professional services rendered to the Committee during the period from December 15, 2022 through and including August 8, 2023; and
- d. approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from December 15, 2022 through and including August 8, 2023, in the amount of \$5,013.01.

Dated: August 28, 2023
New York, New York

By: /s/ George P. Angelich
George P. Angelich (*pro hac vice*)
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*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT 1

ANGELICH DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
APPLICATION OF ARENTFOX SCHIFF LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR (A) INTERIM ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED FROM JUNE 1, 2023 THROUGH AUGUST 8, 2023; AND (B) FINAL
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM DECEMBER 15, 2022 THROUGH AUGUST 8, 2023**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I have read the *Application of ArentFox Schiff LLP as Counsel to the Official Committee of Unsecured Creditors for (A) Interim Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From June 1, 2023 Through August 8, 2023; and (B) Final Allowance of Compensation and Reimbursement of Expenses for the Period From December 15, 2022 Through August 8, 2023* (the “Final Fee Application”)² filed

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Interim Fee Application.

contemporaneously herewith. To the best of my knowledge, information and belief, the statements contained in the Interim Fee Application are true and correct. In addition, I believe that the Interim Fee Application complies with Rule 2016 of the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on August 28, 2023, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich